FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549





NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

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OMB APPROVAL				
OMB Nun		3235-0076		
Expires:	April	30, 2008		
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Name of Offering (check if this is an amendment and name has changed, and indicate change.) Arco \$555,500 Offering
Filing Under (Check box(es) that apply: Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Type of Filing: New Filing Amendment
A. BASIC IDENTIFICATION DATA
Enter the information requested about the issuer
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Basa Resources, Inc.
Address of Executive Offices (Number and Street, City, State, Zip Code) 4333 N. Central Expressway, Dallas, Texas 75205 (Number and Street, City, State, Zip Code) 214-559-4200
Address of Principal Business Operations (if different from Executive Offices) Telephone Number (Including Area Code) PROCESSED
Brief Description of Business Independent Oil and Gas Producer MAR 2 2 2007
Type of Business Organization Corporation Dimited partnership, already formed Dusiness trust Dimited partnership, to be formed Other (please specify): THOMSON FINANCIAL MAR 4 2007
Month Year Actual or Estimated Date of Incorporation or Organization: 03 89 ☒ Actual ☐ Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) TX
GENERAL INSTRUCTIONS
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or hear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not Required to respond unless the form displays a currently valid OMB control number

SEC 1972 (6-02)

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1 of 10

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the
 - issuer.
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply	☐ Promoter	☑ Beneficial Owner	☑ Executive Officer [☑ Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Foster, Jr., Michael N.					
Business or Residence Addr	ress (Number a	nd Street, City, State, Zi	ip Code)		
4333 N. Central Expressway	, Dallas, Texas	75205			
Check Box(es) that Apply:		■ Beneficial Owner	Executive Officer	☑Director □	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Knowlton, Lary D.					
Business or Residence Add	ess (Number a	nd Street, City, State, Z	ip Code)		
4333 N. Central Expressway	, Dallas, Texas	75205			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Rippy, Terry W.					
Business or Residence Addi	ress (Number a	nd Street, City, State, Z	ip Code)		
4333 N. Central Expressway	, Dallas, Texas	75205			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner		Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Marshall, Robert N.					
Business or Residence Addi	ress (Number a	nd Street, City, State, Zi	ip Code)		
4333 N. Central Expressway	, Dallas, Texas	75205			
Check Box(es) that Apply:	□Promoter	☐ Beneficial Owner		☐ Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Wilkins, Randall A.					
Business or Residence Addi	ress (Number a	nd Street, City, State, Zi	ip Code)		41.444.44
4333 N. Central Expressway	•	•			
Check Box(es) that Apply:		☐ Beneficial Owner		Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual)				<u> </u>
Duane, Nicolas C.					
Business or Residence Addr	ess (Number a	nd Street, City, State, Zi	ip Code)		
4333 N. Central Expressway	, Dallas, Texas	75205			
Check Box(es) that Apply:		Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Wallace, Sandra L.					
Business or Residence Adda	ess (Number a	nd Street, City, State, Zi	ip Code)		
4333 N. Central Expressway	, Dallas, Texas	75205			
,	· · · · · · · · · · · · · · · · · · ·		use additional copies of th	is sheet, as r	necessary)

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the
 - issuer.
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Lacit general and mana	aging partiter or partiteratilp iss	ouers.		
Check Box(es) that Apply	☐ Promoter ☐ Beneficial Ov	wner 🗵 Executive Officer	☐ Director ☐	General and/or Managing Partner
Full Name (Last name first, if in	idividual)			
Hooser, Steven W.				
Business or Residence Addres	s (Number and Street, City, St	ate, Zip Code)		
4333 N. Central Expressway, D				
Check Box(es) that Apply:	☐ Promoter ☐ Beneficial Ow	vner	☐ Director ☐	General and/or Managing Partner
Full Name (Last name first, if in	idividual)			
Business or Residence Addres	s (Number and Street, City, St	ate, Zip Code)		
Check Box(es) that Apply:	☐ Promoter ☐ Beneficial Ow	vner	er Director	☐ General and/or Managing Partner
Full Name (Last name first, if in	idividual)		•	
Business or Residence Address	s (Number and Street, City, St	ate, Zip Code)		
Check Box(es) that Apply:	☐ Promoter ☐ Beneficial Ov	vner	er Director	General and/or Managing Partner
Full Name (Last name first, if in	idividual)			
Business or Residence Addres	s (Number and Street, City, St	ate, Zip Code)		
Check Box(es) that Apply:	☐Promoter ☐ Beneficial Ow	ner 🔲 Executive Office	er Director	☐ General and/or Managing Partner
Full Name (Last name first, if in	idividual)			
Business or Residence Addres	s (Number and Street, City, St	ate, Zip Code)		
Check Box(es) that Apply:	☐ Promoter ☐ Beneficial Ow	vner	er Director	☐ General and/or Managing Partner
Full Name (Last name first, if in	idividual)		 	
Business or Residence Addres	s (Number and Street, City, St	ate, Zip Code)		
Check Box(es) that Apply:	Promoter Beneficial Ow	vner	er Director	☐ General and/or Managing Partner
Full Name (Last name first, if in	dividual)			
Business or Residence Address	s (Number and Street, City, St	ate, Zip Code)		
	(Use blank sheet, or cop	y and use additional copies of	f this sheet, as r	necessary)

B. INFORMATION ABOUT OFFERING				
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.	Yes	No ⊠		
What is the minimum investment that will be accepted from any individual?	\$ <u>25,250</u>	0.00	_	
Does the offering permit joint ownership of a single unit?	Yes ⊠	No		
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.				
Full Name (Last name first, if individual) Rau, Larry				
Business or Residence Address (Number and Street, City, State, Zip Code)				
2101 W. 41 st St., Suite 112, Sioux Falls, SD 57105 Name of Associated Broker or Dealer				_
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers				_
(Check "All States" or check individual States):		All Stat	es	_
AL AK AZ AR CA CO CT DE DC	FL	GA	HI ID	
IL IN IA KS KY LA ME MD MA	MI	MN	MS MO	
MT NE NV NH NJ NM NY NC ND	ОН	ОК	OR PA	
RI SC SD TN TX UT VT VA WA	wv	WI	WY PR	
Full Name (Last name first, if individual) Herman, Kelly				
Business or Residence Address (Number and Street, City, State, Zip Code) 2101 W. 41 st St., Suite 112, Sioux Falls, SD 57105				
Name of Associated Broker or Dealer				
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers				
(Check "All States" or check individual States):		☐ All Stat	es	
AL AK AZ AR CA CO CT DE DC	FL.	GA	HI ID	
IL IN IA KS KY LA ME MD MA	MI	MN	MS MO	
MT NE NV NH NJ NM NY NC ND	ОН	ОК	OR PA	
				_
Full Name (Last name first, if individual) Jingles, Jim		-		
Business or Residence Address (Number and Street, City, State, Zip Code) 1279 W. Main Street, Suite 201, El Cajon, CA 92020				
Name of Associated Broker or Dealer				
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States):		☐ All Stat	es	
AL AK AZ AR CA CO CT DE DC	FL	GA	HI ID	\neg
IL IN IA KS KY LA ME MD MA	MI	MN	MS MO	
MT NE NV NH NJ NM NY NC ND	ОН	ОК	OR PA	
	-:	WI	WY PR	_

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	\$
	Equity	\$	\$
	☐ Common ☐ Preferred		
		\$	\$
		\$	\$
		\$ 555,500.00	\$ 555,500.00
	Total		\$ 555,500.00
2.	Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	11	\$ 555,500.00
	Non-accredited Investors		_\$
	Total (for filings under Rule 504 only)		_ \$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505	•	\$
	Regulation A		\$
	Rule 504		\$
	Total		\$ 0.00
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs	X	\$250.00
	Legal Fees	X	\$1,000.00
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)	X	\$55,550.00
	Other Expenses (identify)		\$
	Total	X	\$ 56,800.00

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRIC	E, NUMBER OF INVESTORS, EXPENSE	S AND	USE OF PROCEEDS		
5.	b. Enter the difference between the aggreexpenses furnished in response to Part Coissuer." Indicate below the amount of the adjusted g	Question 4.a. This difference is the "adj more than the second of the second or propose or	usted (gross proceeds to the	<u>\$4</u>	98,700.00
	purposes shown. If the amount for any pur the estimate. The total of the payments lis response to Part C – Question 4.b above.					
				Payments to Officers, Directors & Affiliates		Payments to Others
Sal	aries and Fees			\$		\$
Pur	chase of real estate			\$		\$
Pur	chase, rental or leasing and installation of ma	chinery		\$		\$
Cor	struction or leasing of plant buildings and fac	ilities		\$		\$
that	uisition of other businesses (including the val may be used in exchange for the assets or s	ecurities of another issuer pursuant to a		r	П	œ.
	ger)ayment of indebtedness			\$ \$		\$
	diam and the		_		_	£ 400 700 00
	king capital			\$	\boxtimes	\$ <u>498,700.00</u>
Oth	er (specify):		<u> </u>	\$		\$
				\$		\$
Col	umn Totals			\$ 0.00	X	\$ <u>498,700.00</u>
		D. FEDERAL SIGNATURE				
signa inforr	ssuer has duly caused this notice to be sig ture constitutes an undertaking by the issue nation furnished by the issuer to any non-acc	er to furnish to the U.S. Securities and Ex	change	e Commission, upon wi	nder R ritten re	ule 505, the following equest of its staff, the
	Resources, Inc.	Mulald ful		2/27/07		
	e of Signer (Print or Type)	Title of Signer (Print or Type)				
Mich:	nel N. Foster Jr.	President				

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001).

	E. STATE SIGNATURE		
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No ⊠
	See Appendix, Column 5, for state response.		
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice or CFR 239.500) at such time as required by state law.	Form C	(17
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the offerees.	e issuer	to
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the U Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of that the burden of establishing that these conditions have been satisfied.		
	suer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the uthorized person.	e unders	signed
	(Print or Type) Signature Date 2 (27/07		
	(Print or Type) Title (Print or Type)		
vichae	el N. Foster Jr. President		

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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				APPENDI	X				
1	Intend to non-a		3 Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of in amount purch (Part C	vestor and nased in State -Item 2)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL		N							
AK		N							
AZ		_ N							
AR		N							
CA		N	Working Interest - \$151,500	1	\$151,500.00	0	0		N
со		N							
СТ		N							
DE		N	.						
DC		N							
FL		N	Working Interest - \$50,500	1	\$50,500.00	0	0		N
GA		N							
НІ		N							
ID									
IL		N							
IN		N							
IA		N	Working Interest - \$25,250	1	\$25,250.00	0	0		N
KS		N N							
KY		N N							
LA		NN							
ME		N							
MD		N							
MA		N							
МІ		N							

				APPENDI	x				
1		s in State	3 Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of in amount purch (Part C	vestor and nased in State -Item 2)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
MN		N	Working Interest - \$25,250	1	\$25,250.00	0	0		N
мѕ		N							
МО		N							
МТ		N							
NE		N	Working Interest - \$50,500	1	\$50,500.00	0	0		N
NV		, N							
NH		N	44.						
NJ		N.							
NM		N							
NY		N							
NC		N							
ND		N N							
ОН		N							
ок		N							
OR		N							
PA		N N							
RI		N							
sc		N							
SD		N	Working Interest – \$227,250.00	5	\$227,250.00	0	0		N
TN		N							
TX		N							
UT		N							
VT									
VA		N							

	APPENDIX									
1	2 3 Type of security and aggregate to non-accredited investors in State Type of security and aggregate offering price offered in state			4 Type of investor and amount purchased in State				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	-Item 1) No	(Part C-Item 1)	Number of Accredited Investors	Amount	-Item 2) Number of Non- Accredited Investors	Amount	Yes	No No	
WA WV		N								
WI		N	Working Interest - \$25,250	1	\$25,250.00	0	0		N	
PR		N								

